

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**NOTICE OF AGENDA FOR HEARING OF MATTERS
SCHEDULED FOR FEBRUARY 13, 2025 AT 10:00 A.M. (ET)**

[Continued on Next Page]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

All hearings before Judge Silverstein are in person.

Permission to appear remotely at any hearing must be approved by chambers. Case Participants who are permitted to attend remotely must register using the [eCourtAppearances](#) tool as described below.

The deadline to register for remote attendance is 4:00 P.M. (prevailing Eastern Time) the business day before the hearing unless otherwise noticed. When registering, Case Participants may choose to attend remotely through video or audio access. Please be aware that if you choose audio access and the proceedings involve witness testimony, you may be disconnected entirely from the hearing or moved to a waiting room and unable to hear that portion of the proceedings. Once you register your appearance, a screen will appear that states “Thank you for registering your appearance in (Case number) (Case name).” An electronic invitation, with the relevant audio or video link, will be emailed to you prior to the hearing.

Please do not contact the Court to confirm registration.

RESOLVED/ADJOURNED MATTERS:

1. Debtors’ Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors’ Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief; and (II) (A) Approving the Sale of the Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 154](#), 11/11/24]

Sale Objection Deadline: January 3, 2025 at 4:00 p.m. (ET); extended to February 6, 2025 at 4:00 p.m. (ET).

Cure/Assignment Objection Deadline: January 3, 2025 at 4:00 p.m. (ET) (as may have been extended and/or modified for the counterparties affected by certain supplemental and/or amended notices, *see* Docket Nos. 487, 499, 597, 650, 803, 804 & 881)

Related Documents:

- A. Order (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors’ Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief [[D.I. 411](#), 12/11/24]

- B. [Revised] Order (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief [[D.I. 444](#), 12/16/24]
- C. Notice of Proposed Sale of Assets, Bidding Procedures, Auction and Sale Hearing [[D.I. 454](#), 12/17/24]
- D. Notice of Possible Assumption and Assignment and Cure Costs with Respect to Executory Contracts and Unexpired Leases [[D.I. 487](#), 12/20/24]
- E. Notice of Filing of Proposed Order (A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 498](#), 12/23/24]
- F. Notice of Possible Assumption and Assignment and Cure Costs with Respect to Rent-to-Own Customer Agreements [[D.I. 499](#), 12/24/24]
- G. Certification of Publication [[D.I. 593](#)]
- H. Notice of First Amended Cure Schedule [[D.I. 597](#), 1/2/25]
- I. Supplemental Notice of Possible Assumption and Assignment and Cure Costs with Respect to Executory Contracts and Unexpired Leases [[D.I. 650](#), 1/3/25]
- J. Notice of Second Amended Cure Schedule [[D.I. 803](#), 1/21/25]
- K. Second Supplemental Notice of Possible Assumption and Assignment and Cure Costs with Respect to Executory Contracts and Unexpired Leases [[D.I. 804](#), 1/21/25]
- L. Third Supplemental Notice of Possible Assumption and Assignment and Cure Costs with Respect to Executory Contracts and Unexpired Leases [[D.I. 881](#), 1/31/25]
- M. Notice of Adjournment of Auction [[D.I. 916](#), 2/4/25]
- N. Notice of Further Adjournment of Auction [[D.I. 948](#), 2/10/25]
- O. Letter Dated February 10, 2025 to Chambers from Buddy Mac Holdings, LLC Regarding First Discovery Requests [[D.I. 952](#), 2/10/25]

Cure Responses Received: See **Exhibit A** hereto.

Sale Responses Received: See **Exhibit B** hereto.

Status: This matter has been adjourned to a date and time to be determined.

2. Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 579](#), 12/27/24]

Objection Deadline: January 13, 2025, at 4:00 p.m. (ET); extended for all parties to January 27, 2025 at 4:00 p.m. (ET); extended further for the Ad Hoc Group of First Lien Lenders and DIP Lenders to January 30, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. [Withdrawn] Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 731](#), 1/13/25]
- B. Notice of Hearing Regarding Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 733](#), 1/13/25]
- C. Certification of Counsel Regarding Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors Effective as of November 26, 2024 [[D.I. 943](#), 2/7/25]
- D. Notice of Withdrawal of Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 953](#), 2/10/25]

Responses Received:

- E. Informal response from the Office of the United States Trustee for the District of Delaware
- F. Informal response from the Ad Hoc Group of First Lien Lenders

Status: A proposed order has been filed under certification of counsel. A hearing is not required unless the Court has questions.

3. Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 9, 2024 [[D.I. 702](#), 1/9/25]

Objection Deadline: January 23, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 9, 2024 [[D.I. 830](#), 1/24/25]
- B. Order Authorizing Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. to Employ and Retain Akin Gum Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 9, 2024 [[D.I. 844](#), 1/27/25]

Responses Received:

- C. Informal Response from the Office of the United States Trustee for the District of Delaware

Status: An order has been entered. A hearing is not required.

4. Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment of Ashby & Geddes, P.A. as Delaware Special Counsel on Behalf and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 19, 2024 [[D.I. 703](#), 1/9/25]

Objection Deadline: January 23, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment of Ashby & Geddes, P.A. as Delaware Special Counsel on Behalf and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 19, 2024 [[D.I. 831](#), 1/24/25]
- B. Order Authorizing Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. to Employ Ashby Geddes, P.A. as Delaware Special Counsel on Behalf and at the

Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 19, 2024 [[D.I. 845](#), 1/27/25]

Responses Received:

- C. Informal Response from the Office of the United States Trustee for the District of Delaware

Status: An order has been entered. A hearing is not required.

- 5. Debtors' Tenth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a) and 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 716](#), 1/10/25]

Objection Deadline: January 24, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certification of No Objection Regarding Docket No. 716 [[D.I. 847](#), 1/27/25]
- B. Tenth Omnibus Order, Pursuant to Sections 105(a) and 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 852](#), 1/28/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

- 6. Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 731](#), 1/13/25]

Objection Deadline: January 27, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 579](#), 12/27/24]
- B. Notice of Hearing Regarding Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 733](#), 1/13/25]

C. Certification of Counsel Regarding Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors Effective as of November 26, 2024 [[D.I. 943](#), 2/7/25]

D. Notice of Withdrawal of Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 953](#), 2/10/25]

Responses Received: None.

Status: This matter has been withdrawn. A hearing is not required.

7. Debtors' Eleventh Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a) and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 758](#), 1/16/25]

Objection Deadline: January 30, 2025 at 4:00 p.m. (ET).

Related Documents:

A. Certificate of No Objection Regarding Docket No. 758 [[D.I. 886](#), 2/3/25]

B. Eleventh Omnibus Order Authorizing the Debtors to Reject Certain Executory Contracts Effective as of the Rejection Date [[D.I. 919](#), 2/5/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

8. Debtors' Motion for Entry of an Order Extending the Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 [[D.I. 874](#), 1/30/25]

Objection Deadline: February 6, 2025 at 4:00 p.m. (ET).

Related Documents:

A. Certificate of No Objection Regarding Docket No. 874 [[D.I. 944](#), 2/7/25]

Responses Received: None.

Status: A certificate of no objection has been filed. A hearing is not required unless the Court has questions.

9. Debtors' Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 875](#), 1/30/25]

Objection Deadline: February 6, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Twelfth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 955](#), 2/11/25]

Responses Received:

- B. Limited Objection and Reservation of Rights of the ChildSmiles Group, LLC, a/k/a Abra Health, LLC, to Debtors' Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 933](#), 2/6/25]

Status: A proposed order partially resolving this matter has been submitted under certification of counsel. Item B has been adjourned by agreement of the parties to the next omnibus hearing scheduled in these chapter 11 cases.

10. Debtors' Thirteenth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 876](#), 1/30/25]

Objection Deadline: February 6, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 876 [[D.I. 945](#), 2/7/25]

Responses Received: None.

Status: A certificate of no objection has been filed. A hearing is not required unless the Court has questions.

11. Debtors' Motion for Entry of an Order Extending the Deadline for the Debtors to Assume or Reject Unexpired Leases of Non-Residential Real Property Under Which Any of the Debtors Is a Lessee [[D.I. 877](#), 1/30/25]

Objection Deadline: February 6, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certification of Counsel Regarding Revised Order Extending the Deadline for the Debtors to Assume or Reject Unexpired Leases of Non-Residential Real Property Under Which Any of the Debtors Is a Lessee [[D.I. 946](#), 2/7/25]

Responses Received:

- B. Informal Response from certain landlords represented by Kelley Drye & Warren LLP
- C. Informal Response from certain landlords represented by Ballard Spahr LLP

Status: A proposed order resolving this matter has been submitted under certification of counsel. A hearing is not required unless the Court has questions.

MATTER GOING FORWARD:

12. Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 152](#), 11/11/24]

Objection Deadline: December 10, 2024 at 4:00 p.m. (ET); extended for (a) all parties to January 3, 2025 at 4:00 p.m. (ET); (b) the U.S. Trustee to January 8, 2025 at 4:00 p.m. (ET); (c) the Ad Hoc Group of Freedom Lenders to January 8, 2025 at 11:59 p.m. (ET); (d) certain Landlords to January 10, 2025 at 12:00 p.m. (ET); (e) the ABL Lenders to January 14, 2025 at 12:00 p.m. (ET); and (f) with the permission of the Court, the Official Committee of Unsecured Creditors to January 17, 2025 at 12:00 p.m. (ET)

Related Documents:

- A. Declaration of David Orlofsky in Support of Debtors' Chapter 11 Petitions and First Day Pleadings [[D.I. 15](#), 11/4/24]

- B. Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 150](#), 11/11/24]
- C. Disclosure Statement for the Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 151](#), 11/11/24]
- D. Notice of Hearing to Consider Approval of Disclosure Statement [[D.I. 153](#), 11/11/24]
- E. Notice of Rescheduled Disclosure Statement Hearing [[D.I. 373](#), 12/9/24]
- F. First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 654](#), 1/3/25]
- G. Disclosure Statement for the First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 655](#), 1/3/25]
- H. Notice of Filing of Blacklines of First Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 656](#), 1/3/25]
- I. Notice of Filing of Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 657](#), 1/3/25]
- J. Declaration of Samuel P. Hershey in Support of the Objection of the Ad Hoc Group of Freedom Lenders to the Debtors' Disclosure Statement [[D.I. 687](#), 1/9/25]
- K. Notice of Rescheduled Hearing [[D.I. 723](#), 1/10/25]
- L. Debtors' Omnibus Reply in Support of Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting; (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 891](#), 2/3/25]
- M. Declaration of Betsy L. Feldman in Support of Debtors' Omnibus Reply in Support of Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for

Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 892](#), 2/3/25]

- N. Notice of Filing of Further Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 893](#), 2/3/25]
- O. Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 894](#), 2/3/25]
- P. Disclosure Statement for the Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 895](#), 2/3/25]
- Q. Ad Hoc Group of First Lien Lenders' Statement in Support of Approval of the Debtors' Proposed Disclosure Statement [[D.I. 896](#), 2/3/25]
- R. Notice of Filing of Blacklines of Second Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 898](#), 2/3/25]
- S. The Ad Hoc Group of Freedom Lenders' Witness and Exhibit List for the February 6, 2025 Hearing [[D.I. 910](#), 2/4/25]
- T. The Official Committee of Unsecured Creditors' Witness and Exhibit List for Hearing on February 6, 2025 at 10:00 a.m. [[D.I. 912](#), 2/4/25]
- U. The Ad Hoc Group of Freedom Lenders' (I) Motion to Adjourn Disclosure Statement Hearing and (II) Supplemental Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Disclosure Statement Motion [[D.I. 922](#), 2/5/25]
- V. Third Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 925](#), 2/5/25]
- W. Disclosure Statement for the Third Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 926](#), 2/5/25]
- X. Notice of Filing of Blacklines of Third Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the Third Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 927](#), 2/5/25]

- Y. Notice of Filing of Further Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 928](#), 2/5/25]

Responses Received:

- Z. Informal Response from certain landlords represented by (i) Barclay Daman LLP, (ii) Ballard Spahr LLP, and (iii) Allen Matkins Leck Gamble Mallory & Natsis LLP
- AA. Informal Response from the ABL Lenders
- BB. Letter from Accelerated Services, Inc. [[D.I. 434](#), 12/10/24; [D.I. 441](#), 12/10/24]
- CC. Limited Objection of the U.S. Securities and Exchange Commission to Debtors' Motion for Entry of an Order Approving the Adequacy of the Disclosure Statement [[D.I. 486](#), 12/20/24]
- DD. United States Trustee's Omnibus Objection to (I) Disclosure Statement for the Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors, and (II) Debtors Motion for an Order, *inter alia*, Approving Solicitation and Tabulation Procedures [[D.I. 679](#), 1/8/25]
- EE. Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Disclosure Statement Motion [[D.I. 686](#), 1/8/25]
- FF. Informal Comments from the Official Committee of Unsecured Creditors
- GG. The Ad Hoc Group of Freedom Lenders' (I) Motion to Adjourn Disclosure Statement Hearing and (II) Supplemental Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Disclosure Statement Motion [[D.I. 922](#), 2/5/25]

Status: Items Z, AA, CC, and FF have been consensually resolved through revisions to the Debtors' proposed chapter 11 plan, related disclosure statement, and proposed order approving the disclosure statement. The Debtors intend to file a further amended Plan, Disclosure Statement, and proposed form of Disclosure Statement Order in advance of the hearing. This matter is otherwise going forward on a contested basis.

[Signature Page Follows]

Dated: February 11, 2025
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

Edmon L. Morton (Del. No. 3856)
Matthew B. Lunn (Del. No. 4119)
Allison S. Mielke (Del. No. 5934)
Shella Borovinskaya (Del. No. 6758)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
emorton@ycst.com
mlunn@ycst.com
amielke@ycst.com
sborovinskaya@ycst.com

-and-

WILLKIE FARR & GALLAGHER LLP

Debra M. Sinclair (admitted *pro hac vice*)
Matthew A. Feldman (admitted *pro hac vice*)
Betsy L. Feldman (Del. No. 6410)
Joseph R. Brandt (admitted *pro hac vice*)
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
dsinclair@willkie.com
mfeldman@willkie.com
bfeldman@willkie.com
jbrandt@willkie.com

*Co-Counsel and Proposed Counsel to the Debtors
and Debtors in Possession*